

Exhibit 2

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

_____	)	Civil Action No. 04-10294-DPW
IN RE SONUS NETWORKS, INC.	)	(Lead Case)
SECURITIES LITIGATION	)	
_____	)	
THIS DOCUMENT RELATES TO:	)	
ALL CASES	)	
_____	)	

**PROOF OF CLAIM AND RELEASE**

TO: ALL PERSONS WHO PURCHASED SONUS NETWORKS, INC. COMMON STOCK  
DURING THE PERIOD MARCH 28, 2002 THROUGH MARCH 26, 2004.

**I. GENERAL INSTRUCTIONS**

1. To recover from the Settlement Fund as a member of the Class based on your claims in the action entitled *In re Sonus Networks, Inc. Securities Litigation*, No. 04-10294-DPW (the "Class Action"), you must complete and, on page \_\_\_\_ hereof, sign this Proof of Claim and Release. If you fail to submit a timely, properly completed and addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the settlement of the Class Action.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the Settlement Fund.

**3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE APRIL 30, 2008, ADDRESSED AS FOLLOWS:**

*In re Sonus Networks, Inc. Securities Litigation*  
c/o Gilardi & Co. LLC  
Claims Administrator  
P.O. Box 8040  
San Rafael, California 94912-8040

If you are NOT a member of the Class as defined in the Notice of Pendency of Class Action and Hearing on Proposed Settlement and Attorneys' Fee Petition and Right to Share in Settlement Fund (the "Notice") DO NOT submit a Proof of Claim and Release form.

4. If you are a member of the Class, you will be bound by the terms of the judgment entered in the Class Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE, unless you validly request exclusion from the Settlement in accordance with the requirements set forth in the Notice.

5. YOUR FAILURE TO SUBMIT YOUR CLAIM BY APRIL 30, 2008 WILL SUBJECT YOUR CLAIM TO REJECTION AND MAY PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION.

6. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR THROUGH THE UNITED STATES MAIL AT THE ADDRESS SPECIFIED IN PARAGRAPH 3 ABOVE.

## **II. DEFINITIONS**

All terms not otherwise defined herein shall have the same meaning as set forth in the Notice which accompanies this Proof of Claim and Release.

## **III. IDENTIFICATION OF CLAIMANT**

1. If you purchased Sonus securities during the Class Period, and held the securities in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased Sonus securities during the Class Period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser of these securities, but the third party is the record purchaser of these securities.

2. Use Part I of this form entitled "Claimant Identification" to identify the beneficial purchaser (as well as the holder of record if different) of the securities which form the basis of this claim. THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OF THE SECURITIES UPON WHICH THIS CLAIM IS BASED.

3. All joint beneficial purchasers, sellers or holders must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

**IV. IDENTIFICATION OF TRANSACTION(S)**

1. Use Part II of the form entitled "Schedule of Transactions in Sonus Securities" to supply all required details of your transaction(s) in Sonus securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to *all* of your holdings of Sonus securities on the close of business on March 27, 2002, all purchases and all of your sales of Sonus securities which took place at any time beginning March 28, 2002 through March 26, 2004 inclusive (the "Class Period"), as well as proof of your holdings of Sonus securities as of the close of trading on March 26, 2004, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each purchase, sale and transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each such transaction you list.

4. Broker confirmations or other documentation of your transactions in Sonus securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

5. The above requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the

Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant's cost.

*NOTICE REGARDING ELECTRONIC FILES:* Certain claimants with a large number of transactions may request, or may be requested, to submit information regarding their transactions in an electronic format. All claimants **MUST** submit a manually signed paper Proof of Claim and Release form listing all their transactions whether or not they also submit electronic copies. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

*In re Sonus Networks, Inc. Securities Litigation*  
Case No. 04-10294-DPW

PROOF OF CLAIM AND RELEASE

Must Be Postmarked No Later Than:  
April 30, 2008

Please Type Or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

Social Security Number or  
Taxpayer Identification Number

Individual

Corporate/Other

Area Code

Telephone Number (work)

Area Code

Telephone Number (home)

Record Owner's Name (if different from beneficial owner listed above)



## PART II: SCHEDULE OF TRANSACTIONS IN SONUS SECURITIES

A. At the close of business on March 27, 2002, I owned \_\_\_\_\_ shares of Sonus.

B. I made the following purchases of Sonus securities during the period March 28, 2002 through March 26, 2004, inclusive:

Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Type of Security	Number of Shares/ Purchased	Purchase Price Per Share	Aggregate Cost (excluding commissions, taxes and fees)
1. _____	_____	_____	\$ _____	\$ _____
2. _____	_____	_____	\$ _____	\$ _____
3. _____	_____	_____	\$ _____	\$ _____

Important: Identify by number listed above all purchases in which you covered a "short sale."

C. I made the following sales of Sonus securities during the period March 28, 2002 through March 26, 2004, inclusive:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Type of Security	Number of Shares	Sale Price Per Share	Gross Proceeds (excluding commissions, taxes, and fees)
_____	_____	_____	\$ _____	\$ _____
_____	_____	_____	\$ _____	\$ _____
_____	_____	_____	\$ _____	\$ _____

D. At the close of business on March 26, 2004, I owned the following number of Sonus shares purchased on the open market: \_\_\_\_\_.

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE \_\_\_. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**

**V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of Massachusetts with respect to my (our) claim as a Class Member and for purposes of enforcing the releases set forth herein. I (We) further acknowledge that I (we) will be bound by and subject to the terms of any Judgment that may be entered in the Class Action regarding this settlement. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of Sonus securities during the Class Period and know of no other Person having done so on my (our) behalf.

**VI. RELEASES**

Upon the occurrence of the Effective Date (as defined in the Notice) my signature hereto will constitute a full and complete release, remise and discharge by me or, if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by my, its, his, her or their heirs, agents, attorneys, executors, administrators, predecessors, successors, affiliates and assigns, of each of the "Settling Defendants" and "Released Persons" from all "Settled Claims," as defined in the Notice.



The foregoing Releases shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Effective Date (as defined in the Stipulation) has occurred.

6. I (We) hereby warrant and represent that I (we) have not assigned, transferred or otherwise encumbered, or purported to assign, transfer, or otherwise encumber, voluntarily or involuntarily, any claim or matter released pursuant to this Release or any part or portion thereof.

7. I (We) hereby warrant and represent that I (we) am (are) not excluded from the Class as defined in the Notice.

**SUBSTITUTE FORM W-9**

Request for Taxpayer Identification Number ("TIN") and Certification

**PART I**

NAME: \_\_\_\_\_

Check appropriate box:

- |   |                                       |                                |
|---|---------------------------------------|--------------------------------|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> Pension Plan |                                |
| <input type="checkbox"/> Corporation                | <input type="checkbox"/> Partnership  | <input type="checkbox"/> Trust |
| <input type="checkbox"/> IRA                        | <input type="checkbox"/> Other        |                                |

Enter TIN on appropriate line.

For individuals, this is your social security number ("SSN").

For sole proprietors, you must show your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN").

For other entities, it is your EIN.

\_\_\_\_\_-\_\_\_\_\_-\_\_\_\_\_- or \_\_\_\_\_  
Social Security Number Employer Identification Number

**PART II**

For Payees Exempt From Backup Withholding

If you are exempt from backup withholding, enter your correct TIN in Part I and write "exempt" on the following line: \_\_\_\_\_.

PART III

Certification

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my correct Taxpayer Identification Number; and
2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 2 above.

SEE ENCLOSED FORM W-9 INSTRUCTIONS

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_,  
(Month) (Year)

in \_\_\_\_\_,  
(City) (State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person signing,  
e.g., Beneficial Purchaser,  
Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A  
SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

**Reminder Checklist:**

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send originals of stock certificates.
4. Keep a copy of your claim form (and attachments) for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send the Claims Administrator your new address.